



Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

RECORDATION NO. 7563 C
FILED 7/25

AUG 14 1989 -3 10 PM

9-226A097 INTERSTATE COMMERCE COMMISSION

Writer's Direct Dial Number

(804) 629-2818

August 9, 1989

Ms. Noreta R. McGee, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423

Dear Ms. McGee:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three counterparts, properly executed and acknowledged, of the document described below.

This document is a Release, Satisfaction and Bill of Sale, a secondary document, dated as of July 28, 1989. The primary document to which this is connected is recorded under Recordation No. 7563.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: First Pennsylvania Bank, N.A.
30 South 30th Street
Philadelphia, PA 19104

LESSEE/GUARANTOR: Norfolk and Western Railway Company
Three Commercial Place
Norfolk, VA 23510

The equipment covered by the document is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
125	100-ton Boxcars	XP	NW 604100-604224
17	SD 40-2 Diesel Locomotives	C-C	NW 1636-1652
30	100-ton Covered Hopper Cars	LO	NW 177971-178000
423	100-ton Gondola Cars	GB	NW 189250-189672

A fee of \$13.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, VA 23510.

A short summary of the document to appear in the index follows:

Release, Satisfaction and Bill of Sale dated July 28, 1989, to terminate Equipment Trust Agreement with Recordation No. 7563, dated July 1, 1974, and covering 125 boxcars numbered NW 604100-604224, 17 diesel locomotives numbered NW 1636-1652, 30 covered hopper cars numbered NW 177971-178000, and 423 gondola cars numbered NW 189250-189672.

Very truly yours,

A handwritten signature in black ink, appearing to read "J. Gary Lane", with a stylized flourish at the end.

J. Gary Lane
General Attorney

JGL/dps

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

8/15/89

OFFICE OF THE SECRETARY

J. Gary Lane
General Atty
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-2191

Dear:

Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 11303 of the Interstate Commerce Act,
49 U.S.C. 11303, on **8/14/89**, at **3L10pm**,
and assigned recordation number(s).
7563-C

Sincerely yours,

Noreta R. McGee

Noreta R. McGee
Secretary

Enclosure(s)

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST
SERIES Y

REGISTRATION NO. 7563 C
FILED 1483

AUG 14 1989 - 3 10 PM

INTERSTATE COMMERCE COMMISSION

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that First Pennsylvania Bank N.A. (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of July 1, 1974, as supplemented (the "Agreement"), between the Trustee and Norfolk and Western Railway Company (the "Railroad"), providing for the formation of Norfolk and Western Railway Equipment Trust, Series Y (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and dividend warrants attached thereto issued under the Equipment Trust have been fully paid and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, its successors and assigns, as its and their absolute property, all of the Trustee's right, title and interest in and to the railroad equipment subject to the Equipment Trust and releases the Railroad, its successors and assigns, from any and all obligations of the Agreement.

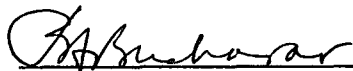
IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its Corporate Trust Officers under its corporate seal attested by one of its Assistant Secretaries, this 28th day of July, 1989.

FIRST PENNSYLVANIA BANK N.A.,
as Trustee

By 

Corporate Trust Officer

ATTEST:


Assistant Secretary

COMMONWEALTH OF *Pennsylvania*
COUNTY OF *Philadelphia*) ss.:
)

On this *28th* day of *July*, 19*89*, before me, a Notary Public, personally appeared *George J. Layz's*, to me personally known, who, being by me duly sworn, says he is a *Corporate Trust Officer* of First Pennsylvania Bank N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry

Notary Public

My Commission Expires:

NOTARIAL SEAL
LYNNE N. MCCORRY, Notary Public
City of Philadelphia, Phila. County
My Commission Expires July 2, 1990